

Division of Corporations

1 of 2

P99000109059

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000097606 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : EDWARDS & ANGELL
Account Number : 075410001517
Phone : (561)833-7700
Fax Number : (561)655-8719

RECEIVED

02 APR 23 PM 1:10

DIVISION OF CORPORATIONS

FILED
02 APR 23 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

NEWCOURT HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

AMEND
KEG
4/23
04/23/2002

(((H02000097606 6)))

ARTICLES OF AMENDMENT
OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEWCOURT HOLDINGS, INC.

FILED
02 APR 23 PM 3:12
SECRETARY OF FLORIDA
TALLAHASSEE

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment of its Amended and Restated Articles of Incorporation filed on July 30, 2001 (the "Restated Articles"):

FIRST: The name of the corporation is Newcourt Holdings, Inc.

SECOND: Article III, B. (2) is amended by inserting the following subparagraph (b) after subparagraph (a) and before subparagraph (c):


"(b) the preferences and relative, participating, optional or other special rights, if any, with respect to any class or series;"

THIRD: The foregoing amendment, together with other amendments contained in the Restated Articles, was adopted at a meeting of the Board of Directors on June 28, 2001, and at an annual meeting of the shareholders on July 18, 2001, and the number of votes cast for the amendment by the shareholders was sufficient for approval. Although authorized to be filed, the officers of the Corporation inadvertently failed to include subparagraph (b) in the text of the Restated Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment of the Amended and Restated Articles of Incorporation on this 19th day of April, 2002, and does hereby certify that the facts stated in these Articles of Amendment of the Amended and Restated Articles of Incorporation, are true and correct.

NEWCOURT HOLDINGS, INC.

By:
Name:
Title:


McIVAN JARRETTI
PRESIDENT

(((H02000097606 6)))